

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u> ,)	(Jointly Administered)
)	
Debtors.)	

**PROTECTIVE PRELIMINARY WITNESS DESIGNATION OF
AXA BELGIUM AS SUCCESSOR TO ROYAL BELGE SA**

In accordance with paragraph 4 of the *Second Amended Case Management Order Related to the First Amended Joint Plan of Reorganization* [D.I. 20622] (“Second CMO”) dated January 29, 2009, AXA Belgium, as successor to Royal Belge SA (“AXA Belgium”), by and through its undersigned counsel, hereby submits that AXA Belgium anticipates that it may call one or more witnesses at the Confirmation Hearing in support of any objections that AXA Belgium has raised and may raise to the confirmation of the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos Future Claimants’ Representative, and the Official Committee of Equity Security Holders.*

AXA Belgium notes that discovery is ongoing, no protective order has yet been entered, and final Plan objections have not yet been filed. Accordingly, AXA Belgium reserves the right to call as witnesses persons identified as such by any other insurer, the Plan Proponents, or by any other party in interest in its witness list and otherwise reserve the right to modify or amend this submission. AXA Belgium reserves the right to re-direct their witnesses, and to call any and all rebuttal witnesses, as necessary.

Dated: March 13, 2009
Wilmington, Delaware

/s/ John S. Spadaro

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